## Edgar Filing: Xylem Inc. - Form 4

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Form 4	2 2014											
November 1 FORM Check th if no lon	<b>A</b> 4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								Number:3235-0283Number:January 31Expires:2009Estimated averageburden hours perresponse0.5		
Section Form 4 of Form 5 obligation may con	Section 16. Form 4 or Form 5 obligations may continue. See Instruction SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								e Act of 1934, 71935 or Section			
(Print or Type	Responses)											
				2. Issuer Name <b>and</b> Ticker or Trading Symbol Xylem Inc. [XYL]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 1 INTERNA XYLEM IN	(First) ATIONAL DR JC.	(Middle)	3. Date of (Month/D 11/07/20	ay/Year)	Fransa	action			Director X Officer (give below)		Owner er (specify	
				Amendment, Date Original (Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RYE BROO	OK, NY 10573								Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-	Deriv	vative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any	emed on Date, if Day/Year)	3. Transact Code (Instr. 8)	tion(A (Ir )	A) or Di nstr. 3, 4	sposed 4 and (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/07/2014			Code V F		076	(D) D	Price \$ 37.04	38,355	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. tionNumber of ) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code N	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships								
Director	10% Owner	Officer	Other					
		Senior Vice President						
attorney	for Colin R.	11/12/2014						
ng Person		Date						
	attorney	Director 10% Owner	Director 10% Owner Officer Senior Vice President Tattorney for Colin R. 11/12/2014					

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects the withholding of shares of Common Stock to pay the tax liability incident to the vesting of shares of restricted stock granted on November 7, 2011 under the Xylem 2011 Omnibus Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.